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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

000002584840--9
-07/10/98--01020--001
*****70.00 *****70.00

SUBJECT: Network Construction Management, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Michael G. Hoffman
(Name of Person)
Network Construction Management, Inc.
(Firm/Company)
3200 W. Pleasant Run Rd.
(Address)
Lancaster, TX 75146
(City/State/Zip)

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Should you need to call someone concerning this matter, please call:

Kathy McCamey at (972) 230-7386
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



July 7, 1998

VIA FIRST CLASS U.S. MAIL

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Application by a Foreign Corporation for Authorization to Transact Business in Florida

To Whom it May Concern:

Enclosed please find a completed Application by a Foreign Corporation for Authorization to Transact Business in Florida filed on behalf of Network Construction Management, Inc. Also enclosed please find a check in the amount of seventy dollars (\$70.00) for the required filing fee.

Thank you for your attention to this matter. Acknowledgment and date of receipt of this filing are respectfully requested. Please date and file stamp the copy of this correspondence and return it in the pre-addressed. Postage prepaid envelope provided. Please direct any questions regarding this filing to the undersigned directly at (972) 274-7989 or at the following address:

Attn: Karen Sparkman
VarTec Telecom, Inc. Legal Dept.
3200 W. Pleasant Run Rd.
Lancaster, TX 75146

Respectfully,

Karen Sparkman

Karen Sparkman
Legal Project Coordinator

Enclosures

cc: Michael G. Hoffman, Esq.
Secretary

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. Network Construction Management, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Missouri
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. November 8, 1996
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. March 1998
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 4216 Shoreline Dr.
Earth City, MO 63045
(Current mailing address)
8. Construction Services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**

Name: CT Corporation System

Office Address: 1200 S. Pine Island Dr.
Plantation, Florida, 33324
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Randy A. Shelley

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: See Attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. _____

Michael G. Hoffman, Secretary

(Typed or printed name and capacity of person signing application)

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CURRENT OFFICERS AND DIRECTORS OF NETWORK CONSTRUCTION MANAGEMENT, INC.

EFFECTIVE: March 12, 1998

Officer	Director	Name	Address
President	3/12/98*	Robert K. Smith	4216 Shoreline Drive Earth City, MO 63045 (314) 209-0995
Vice President	3/12/98*	Michael A. DeNatale	4216 Shoreline Drive Earth City, MO 63045 (314) 209-0995
Vice President	3/12/98*	A. Joe Mitchell, Jr.	3200 W. Pleasant Run Rd. Lancaster, TX 75146 (972) 230-7200
Vice President		Joseph Mangiaracino	4216 Shoreline Drive Earth City, MO 63045 (314) 209-0995
Secretary		Michael G. Hoffman	3200 W. Pleasant Run Rd. Lancaster, TX 75146 (972) 230-7200
Treasurer		Gary D. Egger	3200 W. Pleasant Run Rd. Lancaster, TX 75146 (972) 230-7200
Assistant Treasurer		Robert J. Healea	236 E. Capitol Street, 6th Floor Jackson, MS 39201 (601) 354-9070
N/A	3/12/98*	H. Ray Atkinson	3200 W. Pleasant Run Rd. Lancaster, TX 75146 (972) 230-7200
N/A	3/12/98*	David P. Wheeler	3200 W. Pleasant Run Rd. Lancaster, TX 75146 (972) 230-7200

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Current officers serve until successors are appointed.

* Date of initial election to Board of Directors.

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING

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SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT THE RECORDS IN MY OFFICE AND IN MY CARE AND CUSTODY REVEAL THAT NETWORK CONSTRUCTION MANAGEMENT, INC.

WAS INCORPORATED UNDER THE LAWS OF THIS STATE ON THE 8TH DAY OF NOVEMBER, 1996, AND IS IN GOOD STANDING, HAVING FULLY COMPLIED WITH ALL REQUIREMENTS OF THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 30TH DAY OF JUNE, 1998.

Rebecca McDowell Cook
Secretary of State

